

**IN THE UNITED STATES DISTRICT COURT  
DISTRICT OF NORTH DAKOTA**

**PHOENIX CAPITAL GROUP  
HOLDINGS, LLC,**

**Plaintiff,**

**v.**

**INCLINE ENERGY PARTNERS, L.P.**

**Defendant.**

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**C.A. NO. 1:23-cv-00209**

**DECLARATION OF WILLIAM FRANCIS**

1. My name is William Francis. I am a citizen of the United States, over the age of 21 years of age, of sound mind, have never been convicted of a felony, and qualified in all respects to make this Declaration. I have read this Declaration and have personal knowledge of all facts set forth herein, which are true and correct.

2. I am the Managing Partner of Incline Energy Partners, LP (“Incline”), and have held that position since 2018. Since 2010, Incline and other entities to which I have managed have specialized in the professional acquisition, management, and development of working, mineral, and overriding royalty interests.

3. Incline maintains its principal office in Dallas, Texas with satellite offices in Fort Worth, Texas and Denver, Colorado. I live and office in Dallas and have never travelled to North Dakota as an adult. Although I deny the legal conclusions in Phoenix’s most recent lawsuit regarding tortious interference, unfair competition and unjust enrichment, any communications I have personally had with First International Bank & Trust (“FIBT”) occurred while I was in Dallas, Texas.

4. Likewise, Incline has no employees or agents in North Dakota. It has not contracted any independent contractors to work in the state, or who have lived in the state at any point in at least the past two years. Thus, while Incline denies the legal conclusions and any wrongful conduct related to its communications and transactions with North Dakota mineral owners, any such communications by Incline have been made from Dallas, Fort Worth or Denver. Moreover, Incline generally communicates with prospective mineral owners who are interested in selling by email or otherwise in writing.

5. Incline has not purchased or taken control over ownership of any asset and/or oil and gas interest in North Dakota effective as of December 31, 2021.

6. All of Incline's books and records, including materials that could be relevant to this lawsuit, are located in Dallas, Texas.

7. I declare under penalty of perjury that the foregoing statements are each true and correct.

November 19<sup>th</sup>, 2023.

  
WILLIAM FRANCIS